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**JINGWEI TEXTILE MACHINERY COMPANY LIMITED**

**經緯紡織機械股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 0350)**

## **NOTICE OF SECOND SPECIAL GENERAL MEETING IN 2015**

**NOTICE IS HEREBY GIVEN** that the second special general meeting in 2015 (the “EGM”) of Jingwei Textile Machinery Company Limited (the “**Company**”) will be held at 2:30 p.m. on Monday, 16 November 2015 at Room 701, First Shanghai Centre, Block C, 39 Liangmaqiao Road, Chaoyang District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite offer and response document of the Company dated 30 September 2015:

### **AS SPECIAL RESOLUTIONS**

**“THAT:**

- (a) the voluntary withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal.”

By order of the Board

**Jingwei Textile Machinery Company Limited**

**Ye Maoxin**

*Chairman*

Beijing, the PRC, 30 September 2015

*As at the date hereof, the board of directors of the Company comprises Mr. Ye Maoxin, Mr. Wang Jiangan, Mr. Yan Fuquan, Mr. Shi Tinghong and Mr. Yao Yuming, all being executive Directors, and Ms. Chen Jinrong, Ms. An Guojun and Mr. Niu Hongjun, all being independent non-executive Directors.*

*Notes:*

- (a) The holders of H Shares whose names appear in the Company's register of shareholders on Friday, 16 October 2015 are entitled to attend the EGM by showing their identity cards or passports.

The holders of H Shares are reminded that pursuant to the articles of association of the Company, the register of shareholders of the Company will be closed from Friday, 16 October 2015 to Monday, 16 November 2015 (both days inclusive), during which period no transfer of shares will be registered. The holders of H Shares, who intend to attend the EGM, must deliver their instrument of transfers together with the relevant share certificates to the Company's Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 15 October 2015.

The book closure dates and record date for holders of Domestic Shares will be announced separately.

- (b) Any Shareholders entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (c) Pursuant to the Listing Rules and the articles of association of the Company, at any extraordinary general meeting, a resolution shall be decided on a one share one vote basis.
- (d) To be valid, the proxy forms for the use of holders of H Shares, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered to the Company's Registrar (Hong Kong Registrars Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong) not less than 24 hours before the time scheduled for holding the EGM. The use of proxy form of holders of Domestic Shares will be announced separately.
- (e) The Shareholders intending to attend the EGM should return the accompanying reply slip to the secretariat of the board of directors of the Company at Level 7, First Shanghai Centre, 39 Liangmaqiao Road, Chaoyang District, Beijing, the PRC on or before Monday, 26 October 2015.
- (f) Completion and return of the proxy forms and notices of attendance will not preclude a Shareholder from attending and voting in the EGM if such holder has notified the Company not less than 24 hours in writing before the time scheduled for holding the EGM.
- (g) A Shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the meeting.
- (h) In accordance with the articles of association of the Company, where there are joint registered holders of any share, only the first named shareholder in the register of members has the right to receive this notice, attend the EGM and exercise the voting rights in relation to the relevant shares in the EGM.
- (i) The EGM is expected to last for about 30 minutes. Shareholders and their respective proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.